



## **BOARD COMPENSATION COMMITTEE CHARTER**

The Compensation Committee of the EZCORP Board of Directors shall consist of a minimum of three independent directors. Members of the committee shall be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion. All members of the committee shall be independent directors, and shall satisfy independence guidelines as such terms are defined in applicable laws and regulations governing the Company, NASDAQ and other regulatory entities. The committee will meet throughout the year as needed to carry out its responsibilities as assigned by the Board of Directors.

The purpose of the committee shall be to carry out the Board of Directors' overall responsibility to enable the Company to attract, retain and motivate the most qualified talent who will contribute to the long-term success of the Company. The primary responsibilities of the committee relate to executive compensation and organizational development. In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To assist management and the Board in identifying, developing and evaluating potential candidates for senior executive positions, including both the Chairman and the Chief Executive Officer, and to oversee the development of senior executive succession plans.
2. To review and approve, on an annual basis, the corporate goals and performance objectives with respect to compensation for both the Chairman and the Chief Executive Officer. The committee shall evaluate the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the chief executive officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation.
3. To review and approve, on an annual basis, the Management Incentive Compensation Plan, including the Company's financial goals.
4. To review and approve, on an annual basis, the compensation structure for the Company's senior executives. The committee shall review the CEO's evaluation of performance of the Company's senior executives and shall approve the annual compensation, including salary, bonus targets and equity and non-equity incentive compensation, for such senior executives, based upon the performance evaluation and the initial recommendations from the CEO.
5. To review and approve the Company's equity incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.
6. To maintain regular contact with the leadership of the Company concerning the quality of the workforce to carry out the Company's strategic goals. This responsibility should include review of employee data to assess the effectiveness of employee programs and discussions with management concerning human resources strategies.
7. To provide research of competitive compensation levels for independent directors and make annual recommendations to the board concerning appropriate compensation plans.
8. To review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and to recommend to the Board that the CD&A be included in the Company's 10-K filing.

The committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the committee may deem appropriate to carry out its responsibilities in its sole discretion with the costs borne by the Company. The committee shall have sole authority to approve related fees and retention terms.

The committee, after each committee meeting, shall report its actions and any recommendations at the next regularly scheduled meeting of the Board. The committee shall review the adequacy of this charter and recommend any proposed changes to the Board for approval.